ALVORD AND ALVORD ATTORNEYS AT LAW 918 SIXTEENTH STREET, N W **SUITE 200** Washington, D C 20006-2973

ELIAS C ALVORD (1942) ELLSWORTH C ALVORD (1964)

> (202) 393-2266 FAX (202) 393-2156

OF COUNSEL URBAN A. LESTER

DECOR AT 1615 TO 20610 - A, B, C,

ريّ

April 1, 1997

Mr Vernon A Williams Secretary Surface Transportation Board Washington, D.C. 20423

> Re Equipment Lot FH

Dear Mr Williams

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a), are two copies each of a Memorandum of Head Lease Agreement, dated as of April 1, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents and the following secondary documents related thereto, all dated as of April 1, 1997 a Memorandum of Lease Agreement, Memorandum of Equipment Mortgage, Memorandum of Loan and Security Agreement and Memorandum of Lessor's Security Agreement

The names and addresses of the parties to the enclosed documents are

Memorandum of Head Lease Agreement

Lessor

New Jersey Transit Corporation

One Penn Plaza East

Newark, New Jersey 07105

Lessee

William J Wade

Rodney Square North 1100 North Market Street Wilmington, Delaware 19890

Memorandum of Lease Agreement and

Memorandum of Lessor's Security Agreement

Lessor William J Wade

Rodney Square North 1100 North Market Street Wilmington, Delaware 19890

Lessee

New Jersey Transit Corporation

One Penn Plaza East

Newark, New Jersey 07105

Memorandum of Equipment Mortgage

Mortgagor New Jersey Transit Corporation

One Penn Plaza East

Newark, New Jersey 07105

Mortgagee William J Wade

Rodney Square North 1100 North Market Street Wilmington, Delaware 19890

Memorandum of Loan and Security Agreement

Trustee William J Wade

Rodney Square North 1100 North Market Street Wilmington, Delaware 19890

Lender.

AIG Financial Products (Jersey) Limited

100 Nyala Farm

Westport, Connecticut 06880

Mr Vernon A. Williams April 1, 1997 Page 3

A description of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached hereto

Also enclosed is a check in the amount of \$120 00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of each of the enclosed documents to the undersigned

Very truly yours,

Robert W Alvord

RWA/bg Enclosures

-206/0-ATION No. D

MEMORANDUM OF LOAN AND SECURITY AGREEMENTRECORDATION No. (Equipment Lot FH)

Memorandum of Loan and Security Agreement (Equipment Lot FH), dated as of April 1, 1997, by and between Wilmington Trust Company, a Delaware banking corporation, and William J. Wade, in each case not in its or his individual capacity but solely as Trustee (collectively, "Trustee"), and AIG Financial Products (Jersey) Limited, a corporation organized under the laws of Jersey, Channel Islands, as Lender ("Lender").

WITNESSETH:

The parties hereto are entering into that certain Loan and Security Agreement (Equipment Lot FH), dated as of April 1, 1997, whereby Trustee agrees to grant to Lender as security for Trustee's performance of its obligations described in said Loan and Security Agreement (Equipment Lot FH) a first priority security interest in, mortgage lien on, and pledge of, all of the Trustee's right, title and interest in, to and under the collateral listed on Exhibit A attached hereto.

This Memorandum may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

as Trustee
By Name: Emmett R. Harmon Title: Vice President
WILLIAM J. WADE, as Trustee
By Delade_
AIG FINANCIAL PRODUCTS (JERSEY) LIMITED
By
Name: Title:

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

as Trustee
Ву
Name:
Title:
WILLIAM J. WADE,
as Trustee
Ву
AIG FINANCIAL PRODUCTS (JERSEY) LIMITED
By Serman
Name: Colum Carr Title: Authorized Signatory
TIME: Huthorized Signatory

COUNTY OF) 55
me personally	On this day of April, before me personally appeared met R. Harmon to known, who being by me duly sworn, said that he is VICE PRESIDENT

On this __day of April, before me personally appeared mmett R. Hamon to me personally known, who being by me duly sworn, said that he is VICE PRESIDENCE WILMINGTON TRUST COMPANY, that said instrument was signed on such date on behalf of said corporation on such day by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Milia Elicoly

Notary Public

[NOTARIAL SEAL]

STATE OF

DEBRA EBERLY
NOTARY PUBLIC

My Commission expires December 13, 1998

My commission expires:

STATE OF Delaurace)
COUNTY OF New Case	

On this _day of April, before me personally appeared WILLIAM J WADE, to me personally known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same.

Notary Public

NOTARIAL SEAL
BARBARA A WHEELER
STATE OF DELAWARE
Date of Appointment 6-20-96
My Commission Expires June 20, 1008

[NOTARIAL SEAL]

My commission expires:

STATE OF CONNECTICUT)	
) ss	Westport
COUNTY OF FAIRFIELD)	

On this Aday of April, 1997, before me personally appeared Colum Carr, to me personally known, who being by me duly sworn, said that he is an Authorized Signatory of AIG FINANCIAL PRODUCTS (JERSEY) LIMITED, that said instrument was signed on such date on behalf of said company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Notary Public

AMIE PETRO
NOTARY PUBLIC
MY COMMISSION EXPIRES NOV 30, 1998

DESCRIPTION OF EQUIPMENT

Equipment Lot FH

South Sout	Identification Numbers	Equipment Description
Solid Cab	5009	Cab
5011 Cab 5012 Cab 5013 Cab 5014 Cab 5015 Cab 5016 Cab 5017 Cab 5018 Cab 5019 Cab 5019 Cab 5236 Trailer w/toilet 5237 Trailer w/toilet 5238 Trailer w/toilet 5239 Trailer w/toilet 5240 Trailer w/toilet 5241 Trailer w/toilet 5242 Trailer w/toilet 5243 Trailer w/toilet 5244 Trailer w/toilet 5245 Trailer w/toilet 5246 Trailer w/toilet 5247 Trailer w/toilet 5248 Trailer w/toilet 5249 Trailer w/toilet 5557 Trailer w/toilet 5558 Trailer w/totlet 5559 Trailer w/totlet 5560 Trailer w/totlet 5561 Trailer w/totlet	5010	Cab
5012 Cab 5013 Cab 5014 Cab 5015 Cab 5016 Cab 5017 Cab 5018 Cab 5019 Cab 5235 Trailer w/toilet 5236 Trailer w/toilet 5237 Trailer w/toilet 5238 Trailer w/toilet 5239 Trailer w/toilet 5240 Trailer w/toilet 5241 Trailer w/toilet 5242 Trailer w/toilet 5243 Trailer w/toilet 5244 Trailer w/toilet 5245 Trailer w/toilet 5246 Trailer w/toilet 5247 Trailer w/toilet 5248 Trailer w/toilet 5249 Trailer w/toilet 5557 Trailer w/toilet 5558 Trailer w/totollet 5560 Trailer w/totollet 5561 Trailer w/totollet 5562 Trailer w/totollet 5563 <	5011	
Solid Cab	5012	
5014 Cab 5015 Cab 5016 Cab 5017 Cab 5018 Cab 5019 Cab 5235 Trailer w/tollet 5236 Trailer w/tollet 5237 Trailer w/tollet 5238 Trailer w/tollet 5239 Trailer w/tollet 5240 Trailer w/tollet 5241 Trailer w/tollet 5242 Trailer w/tollet 5243 Trailer w/tollet 5244 Trailer w/tollet 5245 Trailer w/tollet 5246 Trailer w/tollet 5247 Trailer w/tollet 5248 Trailer w/tollet 5249 Trailer w/tollet 5557 Trailer w/totlet 5558 Trailer w/totlet 5559 Trailer w/totlet 5560 Trailer w/totlet 5561 Trailer w/totlet 5562 Trailer w/totlet 5563 Trailer w/totlet 5	5013	
Solid Cab Solid Cab	5014	
Solicit Soli	5015	Cab
Cab Cab Cab Cab Solid Solid Cab Solid Cab Solid	5016	
Cab Cab	5017	Cab
Solid	5018	
5236 Trailer w/toilet 5237 Trailer w/toilet 5238 Trailer w/toilet 5239 Trailer w/toilet 5240 Trailer w/toilet 5241 Trailer w/toilet 5242 Trailer w/toilet 5243 Trailer w/toilet 5244 Trailer w/toilet 5245 Trailer w/toilet 5246 Trailer w/toilet 5247 Trailer w/toilet 5248 Trailer w/toilet 5249 Trailer w/toilet 5249 Trailer w/toilet 5557 Trailer w/toilet 5558 Trailer w/toilet 5559 Trailer w/toilet 5560 Trailer w/toilet 5561 Trailer w/toilet 5562 Trailer w/toilet 5563 Trailer w/toilet <td< td=""><td>5019</td><td></td></td<>	5019	
5236 Trailer w/toilet 5237 Trailer w/toilet 5238 Trailer w/toilet 5239 Trailer w/toilet 5240 Trailer w/toilet 5241 Trailer w/toilet 5242 Trailer w/toilet 5243 Trailer w/toilet 5244 Trailer w/toilet 5245 Trailer w/toilet 5246 Trailer w/toilet 5247 Trailer w/toilet 5248 Trailer w/toilet 5249 Trailer w/toilet 5249 Trailer w/toilet 5557 Trailer w/toilet 5558 Trailer w/toilet 5559 Trailer w/toilet 5560 Trailer w/toilet 5561 Trailer w/toilet 5562 Trailer w/toilet 5563 Trailer w/toilet <td< td=""><td></td><td></td></td<>		
5237 Trailer w/toilet 5238 Trailer w/toilet 5239 Trailer w/toilet 5240 Trailer w/toilet 5241 Trailer w/toilet 5242 Trailer w/toilet 5243 Trailer w/toilet 5244 Trailer w/toilet 5245 Trailer w/toilet 5246 Trailer w/toilet 5247 Trailer w/toilet 5248 Trailer w/toilet 5249 Trailer w/toilet 5557 Trailer w/to toilet 5558 Trailer w/to toilet 5559 Trailer w/to toilet 5560 Trailer w/to toilet 5561 Trailer w/to toilet 5562 Trailer w/to toilet 5563 Trailer w/to toilet 5564 Trailer w/to toilet 5565 Trailer w/to toilet 5566 Trailer w/to toilet 5567 Trailer w/to toilet 5570 Trailer w/to toilet 5571 Trailer w/to toilet 5572 Trailer w/to		
Trailer w/toilet 7239 Trailer w/toilet 7240 Trailer w/toilet 7241 Trailer w/toilet 7242 Trailer w/toilet 7243 Trailer w/toilet 7244 Trailer w/toilet 7245 Trailer w/toilet 7246 Trailer w/toilet 7247 Trailer w/toilet 7248 Trailer w/toilet 7248 Trailer w/toilet 7259 Trailer w/toilet 7259 Trailer w/toilet 7259 Trailer w/toilet 7260 Trailer w/toilet 7270 Trailer w/toilet 7280 Trailer w/toilet 7290 Trailer w/toilet		
Trailer w/totlet 7240 Trailer w/totlet 7241 Trailer w/totlet 7242 Trailer w/totlet 7243 Trailer w/totlet 7244 Trailer w/totlet 7245 Trailer w/totlet 7246 Trailer w/totlet 7247 Trailer w/totlet 7248 Trailer w/totlet 7249 Trailer w/totlet 7259 Trailer w/totlet 7557 Trailer w/totlet 7558 Trailer w/totlet 7560 Trailer w/o totlet 7561 Trailer w/o totlet 7562 Trailer w/o totlet 7563 Trailer w/o totlet 7564 Trailer w/o totlet 7565 Trailer w/o totlet 7566 Trailer w/o totlet 7567 Trailer w/o totlet 7568 Trailer w/o totlet 7569 Trailer w/o totlet 7570 Trailer w/o totlet 7571 Trailer w/o totlet 7572 Trailer w/o totlet 7573 Trailer w/o totlet 7574 Trailer w/o totlet 7575 Trailer w/o totlet 7576 Trailer w/o totlet 7577 Trailer w/o totlet 7577 Trailer w/o totlet 7577 Trailer w/o totlet		
Trailer w/toilet 5241 Trailer w/toilet 5242 Trailer w/toilet 5243 Trailer w/toilet 5244 Trailer w/toilet 5245 Trailer w/toilet 5246 Trailer w/toilet 5247 Trailer w/toilet 5248 Trailer w/toilet 5249 Trailer w/toilet 5557 Trailer w/toilet 5558 Trailer w/toilet 5559 Trailer w/o toilet 5560 Trailer w/o toilet 5561 Trailer w/o toilet 5562 Trailer w/o toilet 5563 Trailer w/o toilet 5564 Trailer w/o toilet 5565 Trailer w/o toilet 5566 Trailer w/o toilet 5567 Trailer w/o toilet 5568 Trailer w/o toilet 5569 Trailer w/o toilet 5570 Trailer w/o toilet 5571 Trailer w/o toilet 5572 Trailer w/o toilet 5573 Trailer w/o toilet 5574 Trailer w/o toilet 5575 Trailer w/o toilet 5576 Trailer w/o toilet 5577 Trailer w/o toilet		
5241 5242 5243 5244 5244 5245 5244 5245 5246 5246 5247 5248 5248 5249 5257 5258 5259 5259 5250 5260 5260 5260 527 5286 527 5286 529 529 520 520 520 520 520 520 520 520 520 520	5240	
5242 5243 5244 5244 5245 5246 5246 5247 5248 5248 5249 5257 5258 5359 540 5560 560 560 5760 560 5760 5760 5760 5	5241	
5243 5244 5245 5246 5246 5247 5248 5248 5249 5557 5558 5560 5560 5561 5562 5562 5563 5564 5564 5565 5564 5566 5566 5566	5242	
Trailer w/toilet 5246 Trailer w/toilet 5247 Trailer w/toilet 5248 Trailer w/toilet 5249 Trailer w/toilet 5557 Trailer w/toilet 5558 Trailer w/toilet 5559 Trailer w/toilet 5560 Trailer w/toilet 5561 Trailer w/toilet 5562 Trailer w/toilet 5563 Trailer w/toilet 5564 Trailer w/toilet 5565 Trailer w/toilet 5566 Trailer w/toilet 5567 Trailer w/toilet 5568 Trailer w/toilet 5569 Trailer w/toilet 5570 Trailer w/toilet 5571 Trailer w/toilet 5572 Trailer w/toilet 5573 Trailer w/toilet 5574 Trailer w/toilet 5575 Trailer w/toilet 5576 Trailer w/toilet 5577 Trailer w/toilet	5243	
Trailer w/toilet 5246 Trailer w/toilet 5247 Trailer w/toilet 5248 Trailer w/toilet 5249 Trailer w/toilet 5557 Trailer w/toilet 5558 Trailer w/toilet 5560 Trailer w/toilet 5561 Trailer w/toilet 5562 Trailer w/toilet 5563 Trailer w/toilet 5564 Trailer w/toilet 5565 Trailer w/toilet 5566 Trailer w/toilet 5566 Trailer w/toilet 5567 Trailer w/toilet 5568 Trailer w/toilet 5569 Trailer w/toilet 5570 Trailer w/toilet 5571 Trailer w/toilet 5572 Trailer w/toilet 5573 Trailer w/toilet 5574 Trailer w/toilet 5575 Trailer w/toilet 5576 Trailer w/toilet 5577 Trailer w/toilet 5576 Trailer w/toilet 5577 Trailer w/toilet 5577 Trailer w/toilet	5244	
Trailer w/toilet 5247 Trailer w/toilet 5248 Trailer w/toilet 5249 Trailer w/toilet 5557 Trailer w/o toilet 5558 Trailer w/o toilet 5560 Trailer w/o toilet 5561 Trailer w/o toilet 5562 Trailer w/o toilet 5563 Trailer w/o toilet 5564 Trailer w/o toilet 5565 Trailer w/o toilet 5566 Trailer w/o toilet 5567 Trailer w/o toilet 5568 Trailer w/o toilet 5569 Trailer w/o toilet 5570 Trailer w/o toilet 5571 Trailer w/o toilet 5572 Trailer w/o toilet 5573 Trailer w/o toilet 5574 Trailer w/o toilet 5575 Trailer w/o toilet 5576 Trailer w/o toilet 5577 Trailer w/o toilet 5577 Trailer w/o toilet 5577 Trailer w/o toilet	5245	
Trailer w/toilet	5246	
Trailer w/toilet Trailer w/o toilet		Trailer w/toilet
Trailer w/o toilet		Trailer w/toilet
Trailer w/o toilet		Trailer w/toilet
Trailer w/o toilet	5557	Trailer w/o toilet
Trailer w/o toilet		Trailer w/o toilet
5561 Trailer w/o toilet 5562 Trailer w/o toilet 5563 Trailer w/o toilet 5564 Trailer w/o toilet 5565 Trailer w/o toilet 5566 Trailer w/o toilet 5567 Trailer w/o toilet 5568 Trailer w/o toilet 5569 Trailer w/o toilet 5570 Trailer w/o toilet 5571 Trailer w/o toilet 5572 Trailer w/o toilet 5573 Trailer w/o toilet 5574 Trailer w/o toilet 5575 Trailer w/o toilet 5576 Trailer w/o toilet 5577 Trailer w/o toilet 5577 Trailer w/o toilet		Trailer w/o toilet
Trailer w/o toilet 5563 Trailer w/o toilet 5564 Trailer w/o toilet 5565 Trailer w/o toilet 5566 Trailer w/o toilet 5567 Trailer w/o toilet 5568 Trailer w/o toilet 5569 Trailer w/o toilet 5570 Trailer w/o toilet 5571 Trailer w/o toilet 5572 Trailer w/o toilet 5573 Trailer w/o toilet 5574 Trailer w/o toilet 5575 Trailer w/o toilet 5576 Trailer w/o toilet 5577 Trailer w/o toilet 5577 Trailer w/o toilet		
Trailer w/o toilet 5564 Trailer w/o toilet 5565 Trailer w/o toilet 5566 Trailer w/o toilet 5567 Trailer w/o toilet 5568 Trailer w/o toilet 5569 Trailer w/o toilet 5570 Trailer w/o toilet 5571 Trailer w/o toilet 5572 Trailer w/o toilet 5573 Trailer w/o toilet 5574 Trailer w/o toilet 5575 Trailer w/o toilet 5576 Trailer w/o toilet 5577 Trailer w/o toilet 5577 Trailer w/o toilet		
5564 Trailer w/o toilet 5565 Trailer w/o toilet 5566 Trailer w/o toilet 5567 Trailer w/o toilet 5568 Trailer w/o toilet 5569 Trailer w/o toilet 5570 Trailer w/o toilet 5571 Trailer w/o toilet 5572 Trailer w/o toilet 5573 Trailer w/o toilet 5574 Trailer w/o toilet 5575 Trailer w/o toilet 5576 Trailer w/o toilet 5577 Trailer w/o toilet		
5565 Trailer w/o toilet 5566 Trailer w/o toilet 5567 Trailer w/o toilet 5568 Trailer w/o toilet 5569 Trailer w/o toilet 5570 Trailer w/o toilet 5571 Trailer w/o toilet 5572 Trailer w/o toilet 5573 Trailer w/o toilet 5574 Trailer w/o toilet 5575 Trailer w/o toilet 5576 Trailer w/o toilet 5577 Trailer w/o toilet		
5566 Trailer W/o toilet 5567 Trailer W/o toilet 5568 Trailer W/o toilet 5569 Trailer W/o toilet 5570 Trailer W/o toilet 5571 Trailer W/o toilet 5572 Trailer W/o toilet 5573 Trailer W/o toilet 5574 Trailer W/o toilet 5575 Trailer W/o toilet 5576 Trailer W/o toilet 5577 Trailer W/o toilet		
5567 Trailer w/o toilet 5568 Trailer w/o toilet 5569 Trailer w/o toilet 5570 Trailer w/o toilet 5571 Trailer w/o toilet 5572 Trailer w/o toilet 5573 Trailer w/o toilet 5574 Trailer w/o toilet 5575 Trailer w/o toilet 5576 Trailer w/o toilet 5577 Trailer w/o toilet	5565	Trailer w/o toilet
5568 Trailer w/o toilet 5569 Trailer w/o toilet 5570 Trailer w/o toilet 5571 Trailer w/o toilet 5572 Trailer w/o toilet 5573 Trailer w/o toilet 5574 Trailer w/o toilet 5575 Trailer w/o toilet 5576 Trailer w/o toilet 5577 Trailer w/o toilet	5566	Trailer W/o toilet
5569 Trailer w/o toilet 5570 Trailer w/o toilet 5571 Trailer w/o toilet 5572 Trailer w/o toilet 5573 Trailer w/o toilet 5574 Trailer w/o toilet 5575 Trailer w/o toilet 5576 Trailer w/o toilet 5577 Trailer w/o toilet		Trailer w/o toilet
5570 Trailer w/o toilet 5571 Trailer w/o toilet 5572 Trailer w/o toilet 5573 Trailer w/o toilet 5574 Trailer w/o toilet 5575 Trailer w/o toilet 5576 Trailer w/o toilet 5577 Trailer w/o toilet	5568	Trailer w/o toilet
5571 Trailer w/o toilet 5572 Trailer w/o toilet 5573 Trailer w/o toilet 5574 Trailer w/o toilet 5575 Trailer w/o toilet 5576 Trailer w/o toilet 5577 Trailer w/o toilet	5569	Trailer w/o toilet
5572 Trailer w/o toilet 5573 Trailer w/o toilet 5574 Trailer w/o toilet 5575 Trailer w/o toilet 5576 Trailer w/o toilet 5577 Trailer w/o toilet 5577 Trailer w/o toilet	5570	Trailer w/o toilet
5573 Trailer w/o toilet 5574 Trailer w/o toilet 5575 Trailer w/o toilet 5576 Trailer w/o toilet 5577 Trailer w/o toilet	5571	Trailer w/o toilet
5574 Trailer w/o toilet 5575 Trailer w/o toilet 5576 Trailer w/o toilet 5577 Trailer w/o toilet	- · · · · · · · · · · · · · · · · · · ·	Trailer w/o toilet
5575 Trailer w/o toilet 5576 Trailer w/o toilet 5577 Trailer w/o toilet		
5576 Trailer w/o toilet 5577 Trailer w/o toilet		
5577 Trailer w/o toilet		
5578 Trailer w/o toilet		
	5578	Trailer w/o toilet

Description of Equipment